

**Bylaws\* of**  
**FRIENDS OF ARLINGTON'S**  
**DAVID M. BROWN PLANETARIUM, INC.**

ARTICLE I - NAME, PURPOSE

The name of the organization shall be

FRIENDS OF ARLINGTON'S DAVID M. BROWN PLANETARIUM, INC.

The purpose for which the corporation is organized is to support the renovation and continued use of Arlington's David M. Brown Planetarium in

- (a) Providing curriculum-based instruction and educational services to students in the Arlington Public Schools, to students in private and parochial schools in Arlington, and to students in neighboring jurisdictions;
- (b) Providing a range of science programs of interest to the general public; and
- (c) Promoting and increasing awareness and utilization of the facility.

ARTICLE II – MEMBERSHIP

Membership in the Friends of Arlington's David M. Brown Planetarium (Friends) shall be open to all persons or organizations who subscribe to the purposes and objectives of the Corporation. Dues and length of membership shall be determined by the Board of Directors.

ARTICLE III – BOARD OF DIRECTORS

Section 1: The Corporation shall be governed by a Board of Directors between nine and eighteen in number. Individual Directors shall be elected by majority vote of members at the annual meeting for a staggered three-year term such that not less than one-third of the Board of Directors is elected each year. The Board of Directors may appoint a new Director to complete the unexpired term of any elected Director who leaves the Board.

Section 2: The officers of the Friends shall be a President, Vice-President, Secretary, and Treasurer who shall be elected annually by the Board of Directors from among their membership to serve a term of one (1) year. The Board may also establish additional officers as needed.

Section 3: The Board of Directors shall meet after the first membership meeting, and within ten (10) days after each annual membership meeting, to elect the Friends officers.

Section 4: (a) The Board of Directors shall meet upon call by the President.  
(b) A meeting of the Board of Directors shall be called by the President, upon the request of three (3) members of the Board.

Section 5: Each Director shall receive at least one (1) weeks notice of a Board meeting.

#### ARTICLE IV - ANNUAL AND SPECIAL MEETINGS

The Board shall meet at least annually, at an agreed upon time and place. For this purpose place shall include, but not be limited to, holding a meeting via conference call or via the internet.

Section 1: Annual Meeting: The date, time, and place of the regular annual meeting shall be set by the Board of Directors and shall occur in January or at another date agreed to by the Board.

Section 2: Special Meetings: Special meetings may be called by the President or the Vice-President or three (3) members of the Board.

Section 3: Notice: Notice of the annual meeting shall be given to each voting member, by mail or email, not less than two weeks (14 days) before the meeting. Notice of special meetings shall be given to each voting member, by mail or email, not less than 1 week (7 days) before the meeting.

Section 4: Board Elections. Election of new directors or election of current directors to a new term will occur as the first item of business at the annual meeting of the corporation. Directors will be elected by a majority vote of the current directors.

Section 5: Quorum. A quorum of 51 percent of the Board is required before business can be transacted or motions made or passed.

#### ARTICLE V – COMMITTEES

Section 1: The President and four (4) Board members chosen by the Board of Directors shall constitute an Executive Committee which shall include at least the following officers:

President: The President shall be the principal executive officer of the organization and shall conduct regular meetings, oversee the duties of other members of the executive committee, and oversee the management of all committees as needed.

Vice-President: The Vice-President shall preside in the absence of the President and shall assist the President in fulfilling his or her responsibility.

Section 2: The Executive Committee shall conduct the business of the Friends when the Board is not in session.

Section 3: Three (3) members shall constitute a quorum of the Executive Committee.

Section 4: From time to time the Board may create any other committees as may be needed. The President will then appoint all committee chairs subject to majority consent of board members.

ARTICLE VI - AMENDMENTS

These Bylaws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

ARTICLE VII – CONFLICT OF INTEREST

The Board agrees to abide by the Conflict of Interest Policy presented in Appendix A.

ARTICLE VIII – DISSOLUTION

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all assets exclusively for the purpose of the corporation, in such manner or to such organizations organized exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Paragraph 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law applicable) as the Board of Directors shall determine.

These Bylaws were approved at a meeting of the Board of Directors of the Friends of Arlington’s David M. Brown Planetarium, Inc., on 6 July, 2010.

- \_\_\_\_\_, Alice Monet
- \_\_\_\_\_, Carolyn Lange
- \_\_\_\_\_, Douglas R. Brown
- \_\_\_\_\_, George Wysor
- \_\_\_\_\_, James Gartner
- \_\_\_\_\_, Kate Hughes
- \_\_\_\_\_, Pamela Juhl
- \_\_\_\_\_, Ralph Perrino
- \_\_\_\_\_, Raphael Perrino

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\*Amended by the Board of Directors on January 5, 2013.

## **Appendix A: Conflict of Interest Policy**

### **Article I. Purpose**

The purpose of the conflict of interest policy is to protect the interest of the Friends of Arlington's David M. Brown Planetarium (hereinafter, "the Friends") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **Article II. Definitions**

1. Interested Person Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person. 2. Financial Interest A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Friends has a transaction or arrangement,
- b. A compensation arrangement with the Friends or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Friends is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **Article III. Procedures**

1. Duty to Disclose In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement. 2. Determining Whether a Conflict of Interest Exists After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists. 3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the

discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Friends can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Friends' best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement. 4. Violations of the Conflicts of Interest Policy

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### **Article IV. Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## **Article V. Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Friends for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Friends for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Friends, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## **Article VI. Annual Statements**

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy, b. Has read and understands the policy, c. Has agreed to comply with the policy, and d. Understands the Friends is charitable and in order to maintain its federal tax

exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **Article VII. Periodic Reviews**

To ensure the Friends operate in a manner consistent with charitable purposes and do not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Friends' written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

## **Article VIII. Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Friends may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.